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L A W Y E R S

E-Filed on 9/24/07

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Attorneys for USACM Liquidating Trust

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:

USA COMMERCIAL MORTGAGE
COMPANY,

USA CAPITAL REALTY ADVISORS,
LLC,

USA CAPITAL DIVERSIFIED TRUST
DEED FUND, LLC,

USA CAPITAL FIRST TRUST DEED
FUND, LLC,

USA SECURITIES, LLC,

Debtors.

Case No. BK-S-06-10725-LBR
Case No. BK-S-06-10726-LBR
Case No. BK-S-06-10727-LBR
Case No. BK-S-06-10728-LBR
Case No. BK-S-06-10729-LBR

CHAPTER 11

Jointly Administered Under Case No.
BK-S-06-10725 LBR

**STIPULATION RE WITHDRAWAL
OF PROOF OF CLAIM NO. 10725-
00436 FILED BY ROBERT C. AND
PATSY G. TOOMBES**

Affects:

- ☐ All Debtors
☒ USA Commercial Mortgage Company
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☐ USA Capital First Trust Deed Fund, LLC
☐ USA Securities, LLC

The USACM Liquidating Trust (the "USACM Trust"), by and through its undersigned counsel, and Robert C. and Patsy G. Toombes ("Claimants"), stipulate:

1. Claimants filed a Proof of Claim ("Claim") No. 10725-00436 on October 4, 2006, in the amount of \$350,000.00.

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2. On August 27, 2007, USACM Trust notified Claimants of discrepancies with respect to the Claim and gave Claimants the option to correct the discrepancies or withdraw the Claim.

3. Claimants notified the USACM Trust that Claimants want to withdraw the proof of claim filed in this case.

Therefore, the parties stipulate and agree that Claimants withdraw proof of claim No. 10725-00436 filed on October 4, 2006, in the amount of \$350,000.00 and no further notice shall be given to Claimants. Claimants will receive no distribution from the USACM Trust on account of the Claim, but this does not affect any payments Claimants may be entitled to receive from the current or future servicing agent on pending Direct Lender loans from current or future Borrower loan payments.

DATED: September 24, 2007

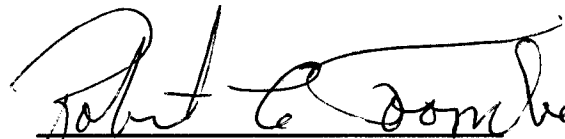
LEWIS AND ROCA LLPBy: /s/ RC (#6593)Susan M. Freeman, AZ 4199 (*pro hac vice*)

Rob Charles, NV 6593

Counsel for USACM Liquidating Trust

-and-

DATED: SEPT 6, 2007.

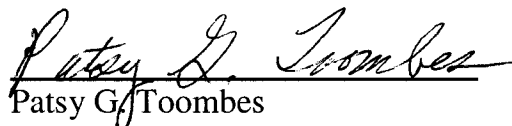


Robert C. Toombes

P.O. Box 11665

Zephyr Cove, Nevada 89448-3665

DATED: SEPT 6, 2007.



Patsy G. Toombes

P.O. Box 11665

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